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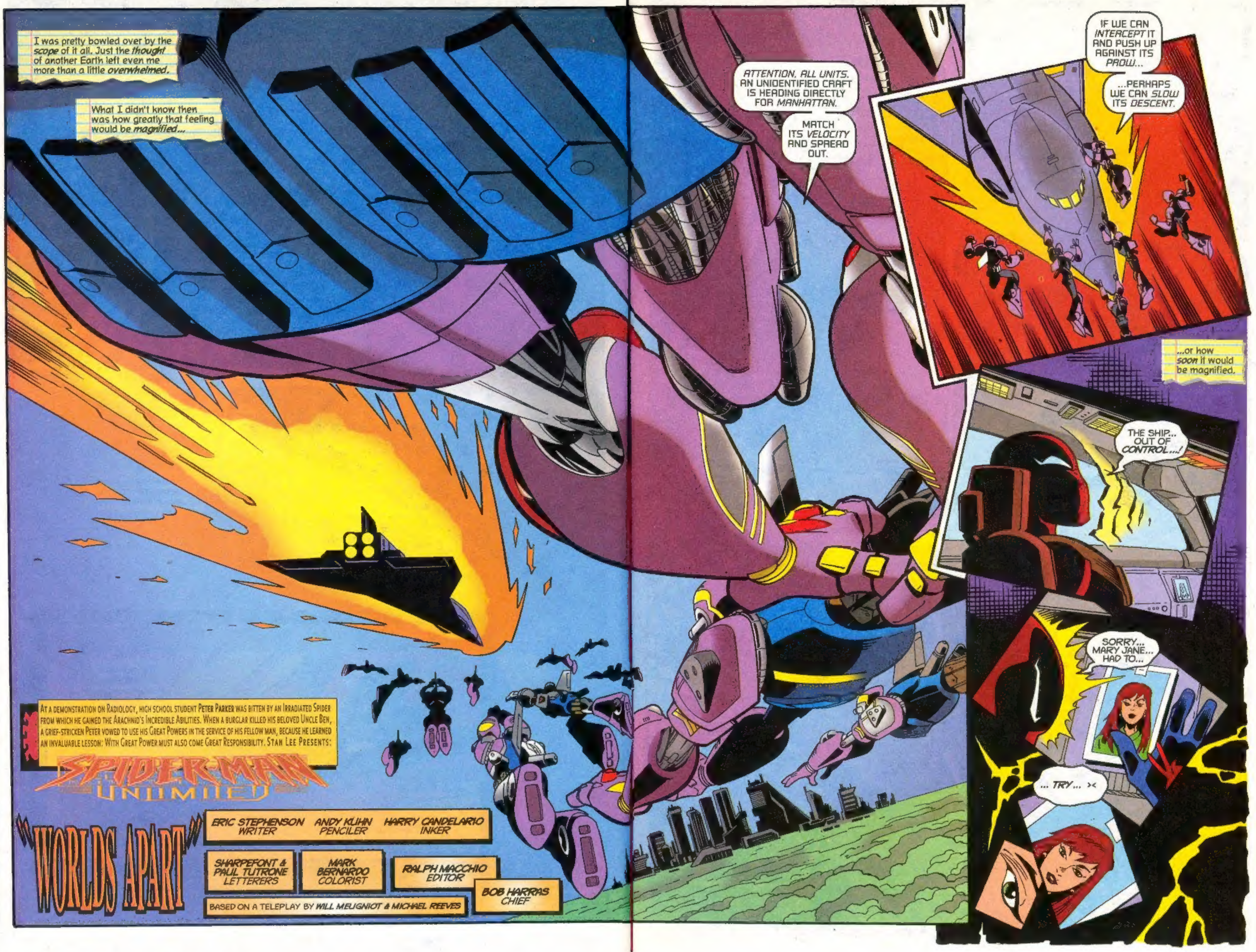

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I'm getting ahead of myself, though. I should start at the *beginning*.
Just days after the discovery of Counter-Earth, Aleita sent its transmission...including chilling footage of its own destruction.
A manned mission was quickly organized to investigate the potential threat posed by this strange new world, regardless of the danger to the individual astronaut.
Since that astronaut was John Jameson, the son of my boss (Daily Bugle publisher J. Jonah Jameson) and a friend of mine, I made sure I was on hand to cover the launch.
Good thing, too, because I sensed trouble before John even left the ground.
NASA
See, I was bitten by a radioactive spider and gained its proportionate powers, so I was able to follow up on my hunch as Spider-Man.
Figured I'd take care of whatever was wrong before the shuttle launch...but I didn't count on two of my deadliest foes, the alien symbiotes known as Venom and Carnage, trying to hitch a ride to Counter-Earth.
My plans to stop them fell through in a big way...
...but things were about to get even worse.
When I returned to Earth, I realized I alone had been aware of the threat posed by Venom and Carnage.
To the world at large, it was *Spider-Man* who had menaced the historic launch of the Solaris I.
When the final communication with Jameson from aboard the shuttle confirmed he was in mortal danger...
SPIDEY GO HOME
SPIDER-MAN CRASHES SHUTTLE
...the tide of public sentiment grew into a swell of hatred.

Despite my tarnished *reputation* (or maybe to make up for failing to save *John*), I continued to give my all as Spider-Man. Even if they *hated* me, people still needed my *help*.
I was beginning to have *doubts* about how long I could carry on, though, until *one night*...
...it became clear I wouldn't *have* to.
While rescuing a mother and child from a *fire*, the building *collapsed* around me. I *survived*, but all facts indicated *otherwise*...
...and for *once*, I saw no reason to dispute the *evidence* at hand.
13
The next *morning*, I saw things in a different *light*.
After a *week* of silence, NASA had received a transmission from *John Jameson*. He was *alive*, but *stranded* on Counter-Earth.
Miraculously, I'd been given a chance to put things *right*.
That afternoon, I gave *Jolly Jonah* a call. He was already discussing the particulars of a *rescue mission* with NASA and he was actively participating in *funding* it.
Turns out he'd *also* requested clearance for the Bugle to *cover* the mission, start to finish, so it took a minimal amount of *finagling* to convince him I was the man for the job.
Before I knew it, I was on site at *mission control*, preparing for the launch of the *Solaris II*.
Of course, I wasn't content to simply shoot *photos*.

I'd wrangled my way into covering the Solaris II launch with the express purpose of doing some *serious moonlighting* on my *other* job.

As plans go, it was completely *insane*, but the minute I had the Solaris II off the ground, I *knew* it was the right thing to do.

Now, I just had to do it the right *way*. Even the *slightest* error could prove *fatal* and, as tough as it was to commandeer the Solaris II...

...the *real* trick was getting to Counter-Earth, and *back*, in one piece...

SHRRAA

KOOM

QUICKLY. SEARCH THE CRAFT FOR *SURVIVORS*.

HERE. MY *SENSORS* HAVE LOCATED A SINGLE *CARBON-BASED LIFE FORM* WITHIN THIS COMPARTMENT. POSSIBLY *HUMAN*.

YOU KNOW...
...DON'T TAKE THIS THE WRONG WAY OR ANYTHING...
KRRANNG
...BUT YOU GUYS MAKE A LOUSY WELCOMING COMMIT-TEE!
YOU'RE JUST SO COLD AND ROBOTIC, KNOW WHAT I MEAN?

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SORRY, BOYS, BUT YOU'LL HAVE TO DO BETTER THAN *THAT* IF YOU WANNA NAIL YOUR FRIENDLY INTERPLANETARY *SPIDER-MAN!*
INITIATE PURSUIT.
NO... *WAIT.*
HE CALLS HIMSELF A *SPIDER-MAN..!*
THERE IS EVERY CHANCE HE COULD BE A *BEASTIAL*.

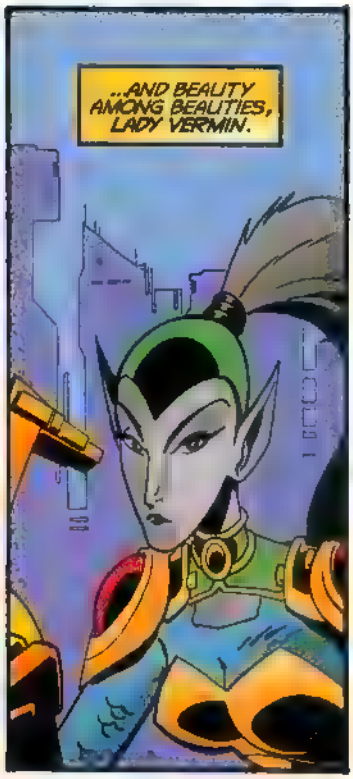
WE SHALL GO AND APPREHEND HIM...
...WHILE YOU DESTROY WHAT REMAINS OF HIS CRAFT!
SHOOM!
ZZZAAAZZK!

Counter-Earth, I could say it looked just as I'd expected it to, but I'd be fibbing.
Guess I'd taken the phrase "exact copy" a bit too literally.
This place looks nothing like my Earth.
HNH. THIS CERTAINLY WASN'T IN THE TRAVEL BROCHURE.
CLEARLY, THINGS HAVE PROGRESSED AT A DIFFERENT RATE HERE.
I MEAN, RIDLEY SCOTT, EAT YOUR HEART OUT! THESE BUILDINGS ARE--
YOW! WHAT THE HECK--?!
WONDER-FUL.
MORE COMPANY.
HOLA, AMIGOS! YOU LOOKING FOR DIRECTIONS TO THE LOCAL AMUSEMENT PARK OR DID YOU JUST BREAK OUT OF ONE?
NICE HELMETS, BY THE WAY.
YOUR JESTS ARE ILL-ADVISED, SPIDER-MAN, AS IS YOUR CONTINUED FLIGHT.
KNOW YOU NOT THAT NO ONE ESCAPES US?
UH...NOW THAT YOU MENTION IT, I AM A LITTLE OUT OF THE LOOP, BUT THANKS FOR POINTING THAT--
SILENCE!
HO-KAY, I--WHOA.
WHO... WHAT ARE YOU?!!

WE ARE BEASTIALS, SPIDER-MAN.
I AM LORD TYGER.

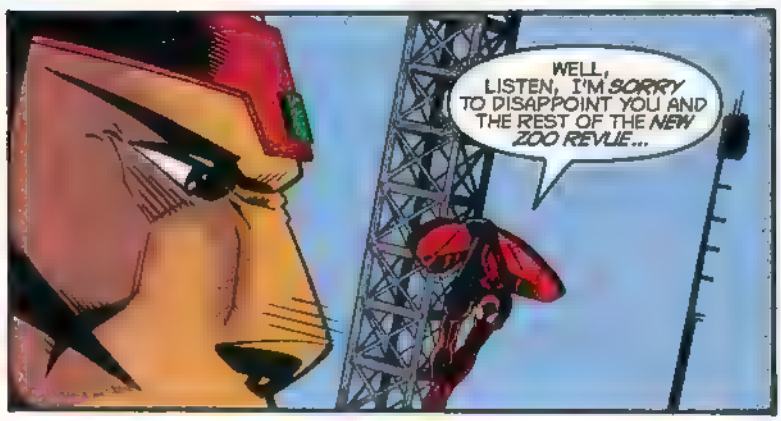
WITH ME IS THE MIGHTY WARRIOR URSULA...

...THE PROUD KNIGHT SIR RAM...


...AND BEAUTY AMONG BEAUTIES, LADY VERMIN.

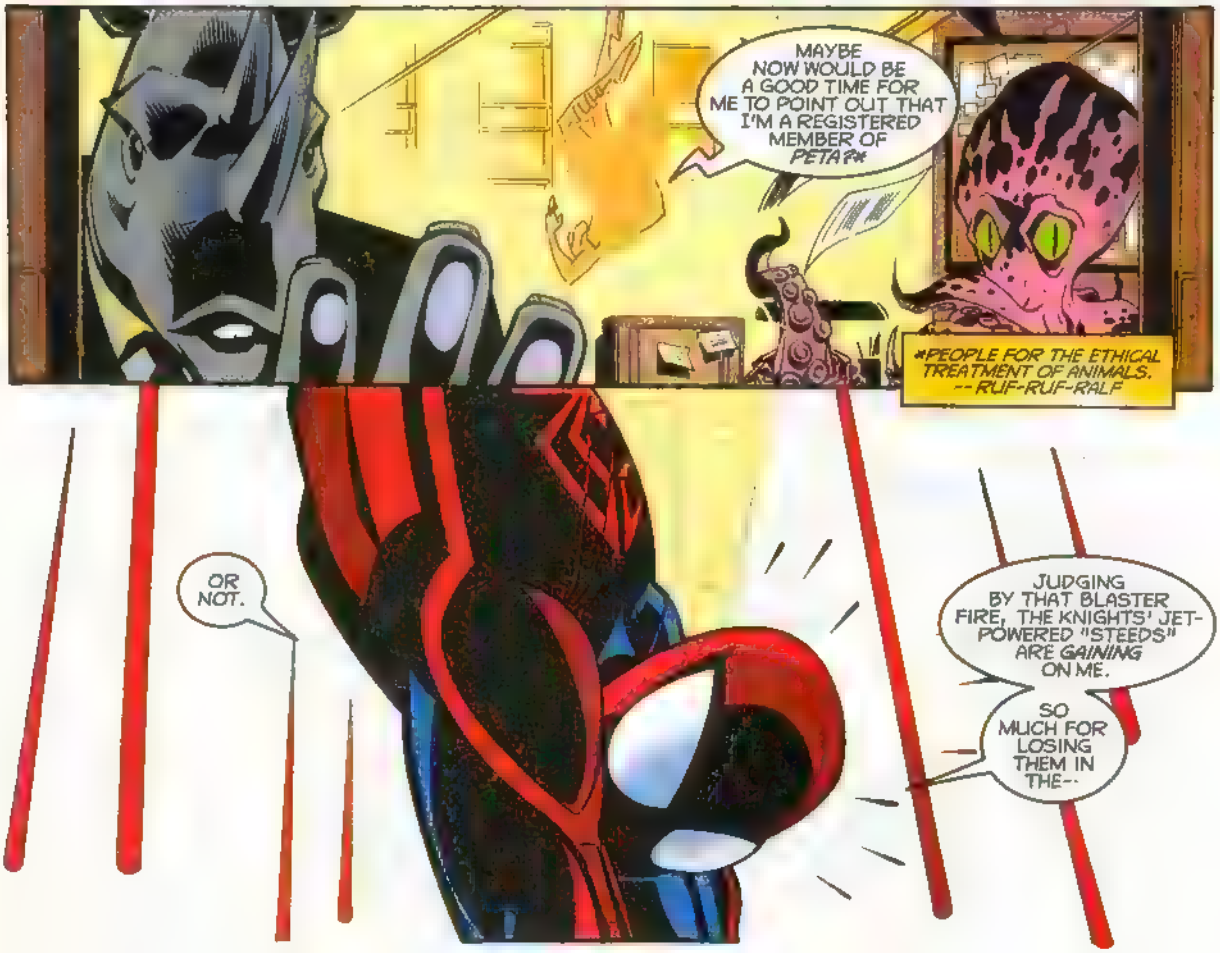
KNOW, SPIDER-CREATURE, THAT TOGETHER WE COMPRISE THE KNIGHTS OF WUNDAGORE, EMISSARIES OF THE HIGH EVOLUTIONARY HIMSELF!

"SPIDER-CREATURE?"
AND THIS FROM A GOAT IN KNIGHT'S CLOTHING.


WELL, LISTEN, I'M SORRY TO DISAPPOINT YOU AND THE REST OF THE NEW ZOO REVUE...

...BUT TO PUT A TWIST ON THE IMMORTAL WORDS OF JOHN PAUL JONES: I HAVE NOT YET BEGUN TO FLEE!
WAHOOOO!

GRAND-STANDING FOOL.
AFTER HIM!
>WHEW!< THAT WAS CLOSE!
WITH ANY LUCK, I LOST SIR RAM AND HIS LODGE BROTHERS IN THAT LAYER OF FOG I...
...PASSED...
...THROUGH...!
I'M BEGINNING TO GET THE DISTINCT IMPRESSION...
...THAT THESE BEAST PEOPLE ARE THE ONES RUNNING THE PLANET.


MAYBE NOW WOULD BE A GOOD TIME FOR ME TO POINT OUT THAT I'M A REGISTERED MEMBER OF PETA*!
*PEOPLE FOR THE ETHICAL TREATMENT OF ANIMALS. --RUF-RUF-RALF
OR NOT.
JUDGING BY THAT BLASTER FIRE, THE KNIGHTS' JET-POWERED "STEEDS" ARE GAINING ON ME.
SO MUCH FOR LOSING THEM IN THE--

WHAM
HEY, YOUSE, YA SKINNY LITTLE FREAK! WHAT'S DA BIG IDEA? GET OFFA MY CAR!
UH... SORRY...!
MY GOD, IT'S LIKE I'M STUCK IN A BAD SCI-FI PARODY!
GET OUTTA HERE, YA DOITY, ROTTEN--!
ONE MINUTE, IT'S I, ROBOT, THE NEXT IT'S THE MANHATTAN ISLAND OF DOCTOR MOREAU!

AT LEAST THAT TRAFFIC SEEMS TO HAVE SLOWED THE KNIGHTS DOWN!
WHU-OH! I MISJUDGED MY DISTANCE PASSING THROUGH THAT LAST LAYER OF FOG!
I NEED TO CREATE A WEBLINE--
--FAST!
THWIP
PROBABLY GIVES ME A COUPLE OF SECONDS AT BEST BEFORE THEY'RE ON MY TRAIL AGAIN. HOPEFULLY THAT'S ALL I NEED.
IT LOOKS LIKE I'M ZEROING IN ON THE GROUND FLOOR OF THIS PLACE. NOW, IF I CAN JUST--
HEY, NOW THIS IS MORE LIKE IT!
PEOPLE!!
FUNNY, I DIDN'T NOTICE ANY REGULAR HUMANS UP ABOVE, AND I DON'T SEE ANY OF THOSE BEASTIALS DOWN HERE...!
IT'S ALMOST LIKE THEY HAVE SOME KIND OF CASTE SYSTEM IN PLACE. I WONDER...
ACTUALLY, I'D BETTER HOLD THAT THOUGHT.
IT LOOKS LIKE MY BARNYARD FRIENDS HAVE FINALLY CAUGHT UP TO ME!

YOU'VE PROVEN YOURSELF A *RESOURCEFUL* FUGITIVE, SPIDER-MAN, BUT IT'S TIME THE CHASE WAS *ENDED.*

SURRENDER NOW, OR SUFFER THE *CONSEQUENCES.*

MAN, I DO NOT LIKE THE LOOKS OF *THIS!*

THERE ARE *WAY* TOO MANY INNOCENT *PEOPLE* DOWN HERE, AND SOMETHING TELLS ME *LORD TYGER* AND HIS GOONS DON'T EXACTLY HAVE THE HIGHEST *REGARD* FOR THEIR *SAFETY.*

THE *LAST* THING I NEED TO DO ON MY FIRST DAY HERE IS DEVELOP A REPUTATION FOR MYSELF AS A TROUBLE-MAKING *MENACE...*

PTOW

PTOW

PTOW

PTOW

PTOW

...SO, WHAT SAY WE TAKE THIS LITTLE DIS-AGREEMENT *UP* A NOTCH...

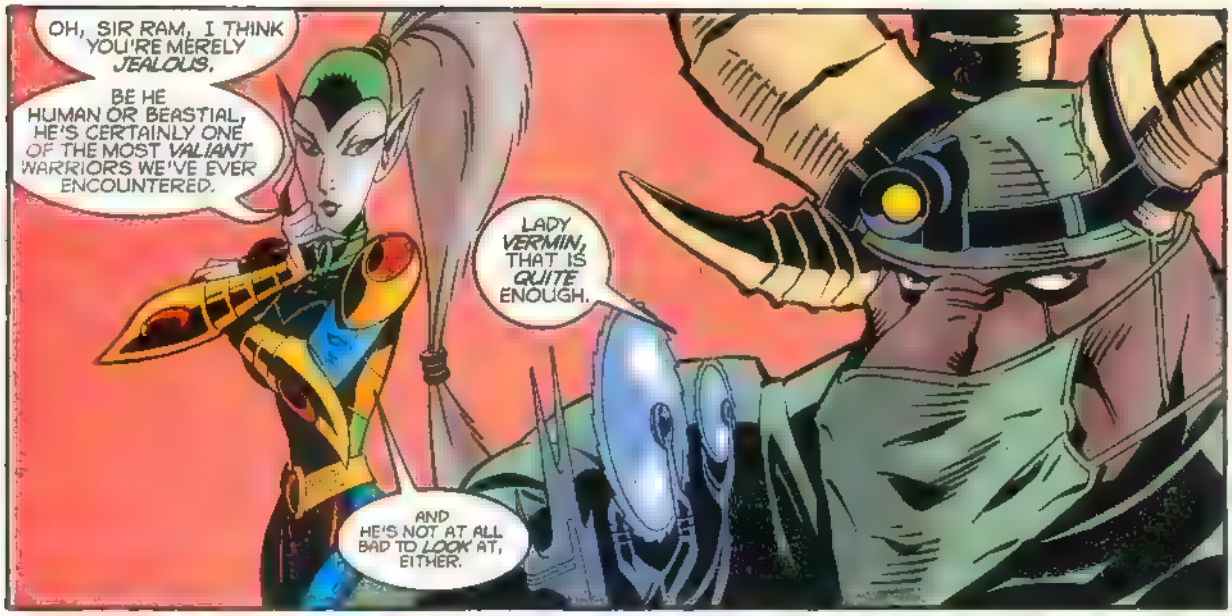
...SO THAT I CAN DIVE INTO THIS WITHOUT ANYONE *ELSE* GETTING HURT!

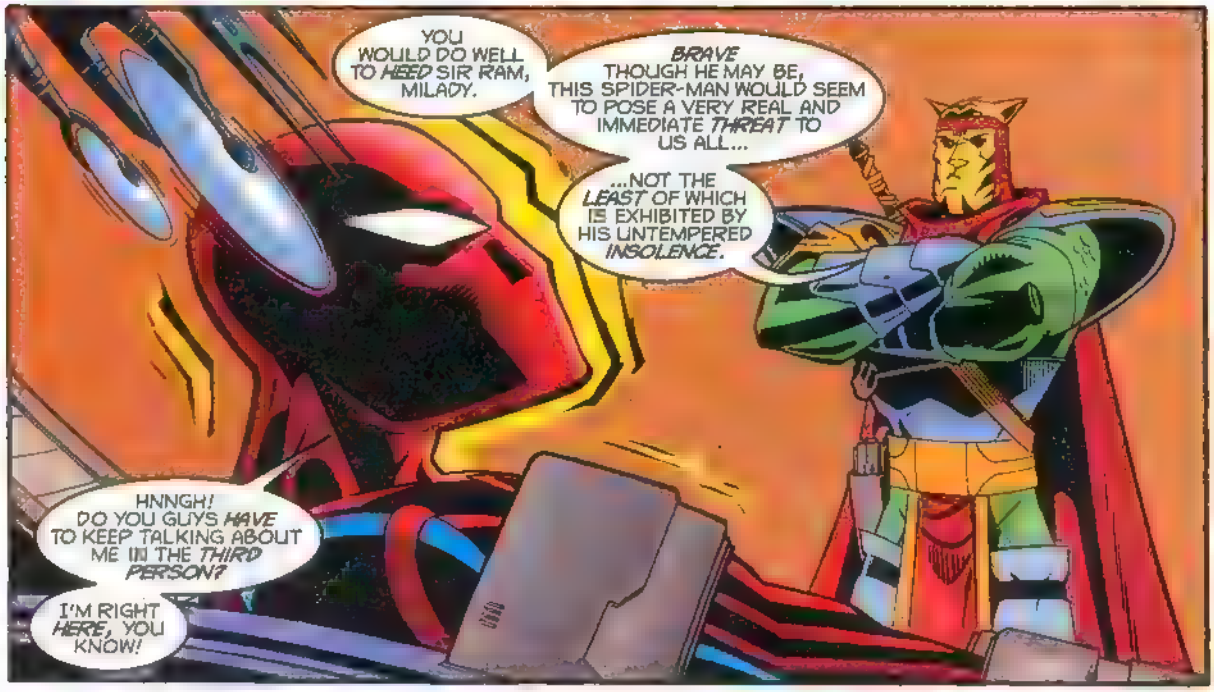
TAKE HIM, LADY VERMIN!

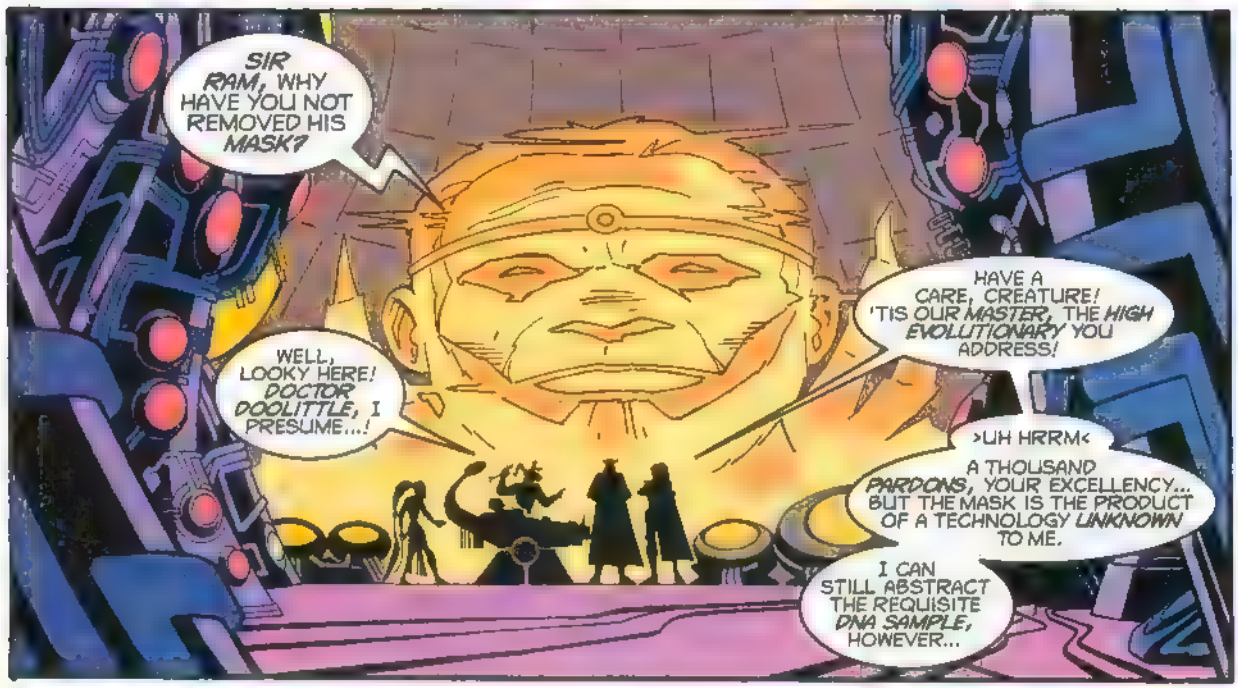
URSULA-- AN ASSIST, PLEASE!
OF COURSE, MY FRIEND!
WE OFFERED YOU A CHANCE TO COME PEACEFULLY, SPIDER-MAN...
...BUT YOU LEFT US NO CHOICE.

My *Uncle Ben* used to say that everything you do ■ life ■ ■ *learning experience.*
Every *triumph,* every *mistake.*
I've always tried to *remember* that and, through the good *and* the bad...
...I think I've been able to learn *a lot* about myself and the world around me.
So, what have I learned on Counter-Earth so far?
Beastials are *knights* or drive *luxury cars...*
...while *normal* people live in overpopulated *slums...*
...and learn very quickly to be wary of *the very tall buildings.*

LOOK, HE'S WAKING UP.
UNNGH, WHAT...?
YOU KNOW, UNDER A LOT OF *DIFFERENT* CIRCUMSTANCES, I MIGHT ACTUALLY FIND THE NOTION OF A *TALKING GOAT* WEARING *O.R. SCRUBS* WILDLY AMUSING...
...BUT THIS ISN'T *ONE* OF THEM.
HE HAS QUITE A SENSE OF *HUMOR*, DOESN'T HE?
I LIKE THAT IN A BEASTIAL.
IF A BEASTIAL HE *IS*, MILADY.
UNTIL I'VE HAD A CHANCE TO *STUDY* HIM MORE THOROUGHLY, WE KNOW NOT *WHAT* THIS... *CREATURE* MIGHT BE!


OH, SIR RAM, I THINK YOU'RE MERELY *JEALOUS*.
BE HE HUMAN OR BEASTIAL, HE'S CERTAINLY ONE OF THE MOST *VALIANT* WARRIORS WE'VE EVER ENCOUNTERED.
LADY *VERMIN*, THAT IS *QUITE* ENOUGH.
AND HE'S NOT AT ALL BAD TO *LOOK* AT, EITHER.


YOU WOULD DO WELL TO *HEED* SIR RAM, MILADY.
BRAVE THOUGH HE MAY BE, THIS SPIDER-MAN WOULD SEEM TO POSE A VERY REAL AND IMMEDIATE *THREAT* TO US ALL...
...NOT THE *LEAST* OF WHICH IS EXHIBITED BY HIS UNTEMPERED *INSOLENCE*.
HNNGH! DO YOU GUYS *HAVE* TO KEEP TALKING ABOUT ME IN THE *THIRD PERSON?*
I'M RIGHT *HERE*, YOU KNOW!


SIR RAM, WHY HAVE YOU NOT REMOVED HIS *MASK?*
WELL, LOOKY HERE! *DOCTOR DOOLITTLE*, I PRESUME...!
HAVE A CARE, CREATURE! 'TIS OUR *MASTER*, THE *HIGH EVOLUTIONARY* YOU ADDRESS!
>UH HRRM<
A THOUSAND *PARDONS*, YOUR EXCELLENCY... BUT THE MASK IS THE PRODUCT OF A TECHNOLOGY *UNKNOWN* TO ME.
I CAN STILL ABSTRACT THE REQUISITE *DNA SAMPLE*, HOWEVER...

...WITH THIS DEVICE.
HEY!
VMMMMMMMMMM
SHAK-
KINNG
WHAT SORCERY IS THIS?!
MY VIBRANIUM BLADE--'TIS RUINED!
OH YEAH? WELL, I'VE GOT NEWS FOR YOU, LAMMY... >UNNKH<
...THAT'S SCIENCE, NOT SORCERY! NANO-TECHNOLOGY, IF YOU WANT ME TO DOT ALL THE I'S AND CROSS THE T'S!
WHAT THAT MEANS IN EASY TO UNDERSTAND GOAT TERMS ■ THAT MY ENTIRE SUIT IS COMPOSED OF MILLIONS OF MICROSCOPIC MACHINES, ALL WORKING IN COMPUTERIZED SYNCHRONICITY.
AND RIGHT NOW? THOSE LITTLE BABIES ARE JUST ACHIN' TO KICK YOUR HAIRY BUTTS!

STOP HIM!
HURRY, GIT! SOMETHING'S HAPPENING IN THERE!
EXCELLENT! NOW WE CAN--!
WILL YOU LOOK AT THAT.
DON'T LOOK NOW, TIGER-GUY, BUT YOU'VE GOT COMPANY!
AND MAYBE IT'S JUST ME THAT HAS THIS STRANGE AVERSION TO BOMBS...
SSSSSSSSSSS
...BUT I DON'T THINK THEY'VE COME BEARING GIFTS!
BROMLEY! I DON'T KNOW WHO THE GUY IN THE TIGHTS IS, BUT THE WAY HE'S WHUMPIN' ON THE EVOLUTIONARY'S KNIGHTS MEANS HE'S ON OUR SIDE!

SHRAKA BOOM!
HEY! WHAT ARE YOU--?!
LISTEN, I DON'T HAVE TIME TO EXPLAIN, BUT YOU SHOULD COME WITH US!
I'VE GOT NO PROBLEM WITH THAT.
JUST LEAD THE WAY!
OVER HERE! HURRY!
KAREN! TELL YER FRIEND T'GEDDA MOVE ON, LUV!

WELL, I GUESS THIS IS THE POINT WHERE I SHOULD BE *THANKING* YOU FOLKS...

...BUT WERE THOSE *EXPLOSIVES* REALLY *NECESSARY?*

SOMEBODY COULD HAVE BEEN *KILLED!*

HA! AREN'T *YOU* CAUTION!

DUNNO WHERE *YOU'RE* FROM, MATE, BUT 'ROUND 'ERE WE DON'T MUCH *CARE* IF THE LIKES O' THEM GO BELLY UP, KNOW WHAT I *MEAN?*

QUICKLY, LADY VERMIN! WE MUST *FOLLOW* THEM!

THOSE FOOLS ARE ABOUT TO LEAD US DIRECTLY TO THEIR HIDDEN--

STAND DOWN, LORD TYGER!

STAND *DOWN?* BUT, SIRE, I--

HAVE YOUR KNIGHTS ATTEND TO OTHER BUSINESS. YOUR ASSISTANCE IS NO LONGER *REQUIRED* HERE.

I'M TURNING THIS MATTER OVER TO A TEAM OF... *SPECIALISTS* BETTER EQUIPPED TO DEAL WITH THIS... *SPIDER-MAN.*

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So, back to learning experiences.

Turns out the *humans* attacking the Knights of Wundagore-- *Karen O'Malley, Daniel Hoskins* and this weird guy called *Gil*--

--are part of an organized resistance effort, *The Human Revolution.*

Everything about their *headquarters* tells me this is a people *at war.* I'm not sure how *comfortable* I am with that...

...but more often than *not*, where there's a *war*...

...there's a *hero.*

I HOPE YOU'RE PREPARED TO PROVE YOU'RE REALLY SPIDER-MAN.

OH MY GOD. JOHN? *JOHN JAMESON?!*

I KNOW WHO I AM.

THE QUESTION IS: ARE *YOU* WHO YOU *CLAIM* TO BE?

OH, *THIS* IS RICH. I COME ALL THIS WAY TO SAVE YOUR LIFE AND YOU DON'T BELIEVE IT'S *ME?*

I DON'T KNOW. YOU...YOU *MOVE* LIKE SPIDER-MAN, BUT...THAT *COSTUME* IS TOTALLY *WRONG.*

I HAVE TO BE *SURE* IT'S YOU...!

YOU KNOW, JOHN, I'M USED TO OUTRIGHT SKEPTICISM FROM YOUR *OLD MAN*, BUT I THOUGHT WE WERE *FRIENDS?*

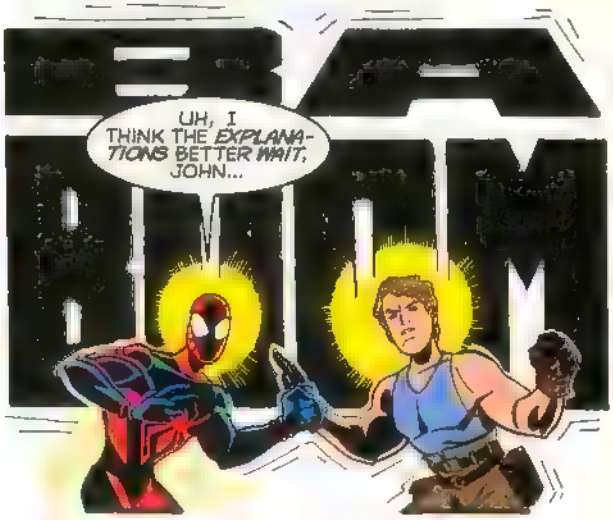
YOU WANT TO BRING *DAD* INTO THIS, HUH? ALL RIGHT.

WHO'S THE *PHOTOGRAPHER* THAT ALWAYS GETS THOSE GREAT PHOTOS OF YOU FOR THE *DAILY BUGLE?*

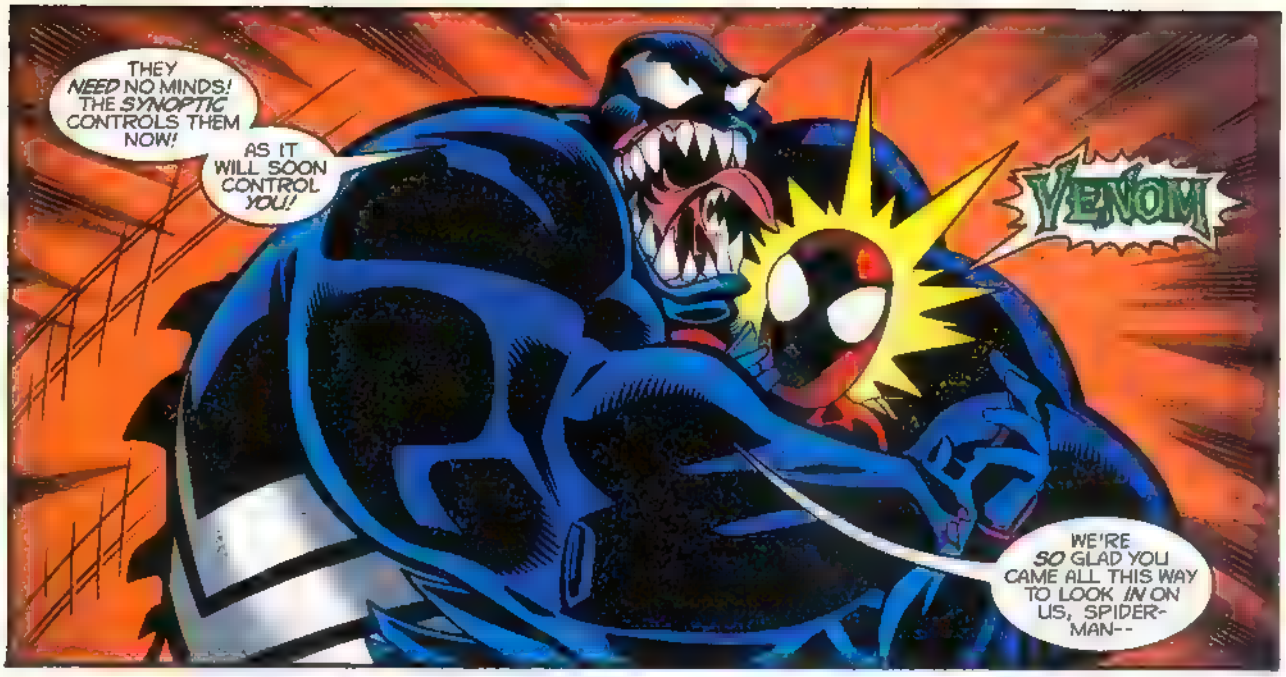
ERM...YOU'RE TALKING ABOUT *PETER PARKER*...RIGHT?

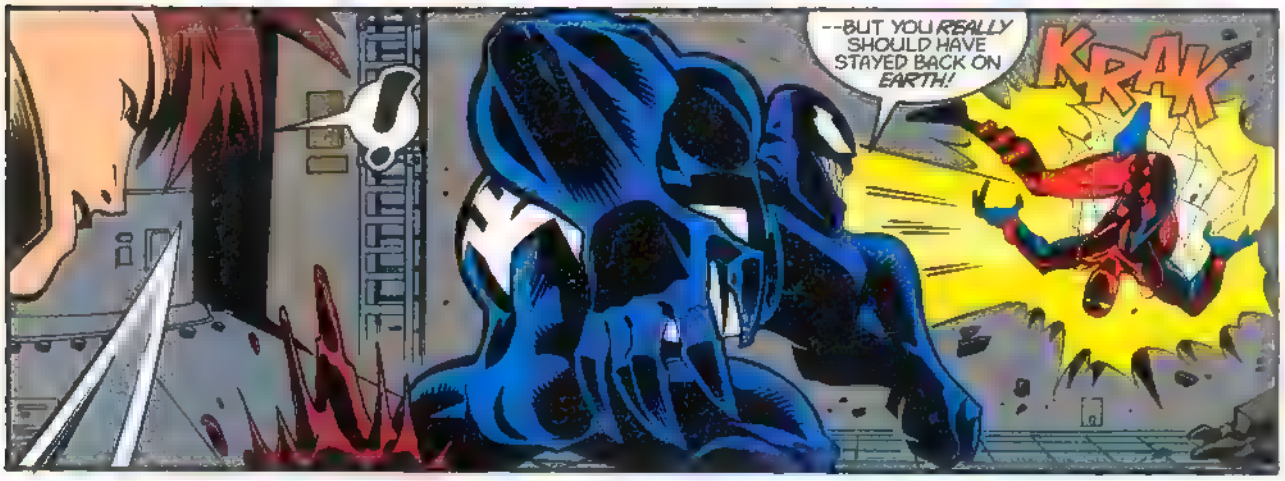
IT *IS* YOU!

I CAN'T *BELIEVE* IT, YOU CAME ALL THE WAY FROM *EARTH*... TO *RESCUE* ME?



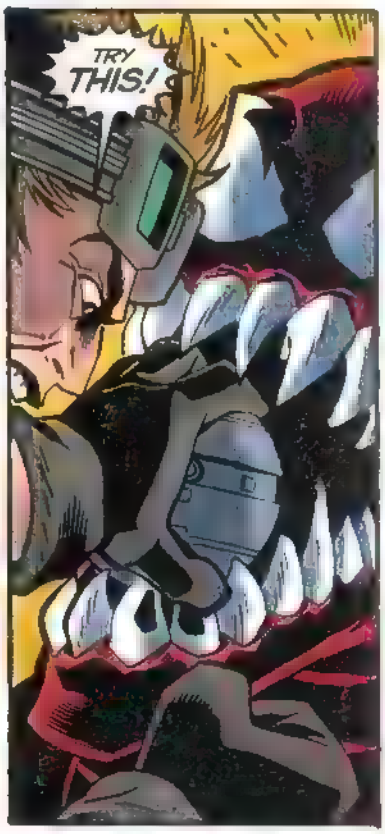
...UNLESS YOU WERE EXPECTING A RAMPAGING MOB OF BEASTIALS RIGHT ABOUT NOW!
LOOK OUT! IT'S THE HIGH EVOLUTIONARY'S ENFORCERS-- THEY'VE FOUND US!
NOW THIS IS INTERESTING!
WE'VE SUCCESSFULLY KEPT THIS BASE HIDDEN FOR MONTHS, BUT NOW--!
SPIDER-MAN! I COULD USE A HAND OVER HERE!
KAREN THINKS I HAD SOMETHING TO DO WITH THIS--I CAN TELL BY THE WAY SHE'S LOOKING AT ME.
NO TIME TO DISPUTE HER SUSPICIONS NOW, THOUGH...
YOU GOT IT, JOHN, BUT ANSWER ME THIS:
HOW COME ALL OF THESE BEASTIALS LOOK SO DAZED AND CONFUSED?
THEIR EXPRESSIONS ARE SO BLANK AND MINDLESS--!


THEY NEED NO MINDS! THE SYNOPTIC CONTROLS THEM NOW!
AS IT WILL SOON CONTROL YOU!
VENOM
WE'RE SO GLAD YOU CAME ALL THIS WAY TO LOOK IN ON US, SPIDER-MAN--


--BUT YOU REALLY SHOULD HAVE STAYED BACK ON EARTH!
KRAK

YOU'RE A FEISTY ONE, AREN'T YOU?
INSTEAD OF ADDING YOU TO THE SYNOPTIC, WE MIGHT JUST KEEP YOU FOR OUR OWN AMUSEMENT!
SKWIFF
I'LL DIE FIRST!

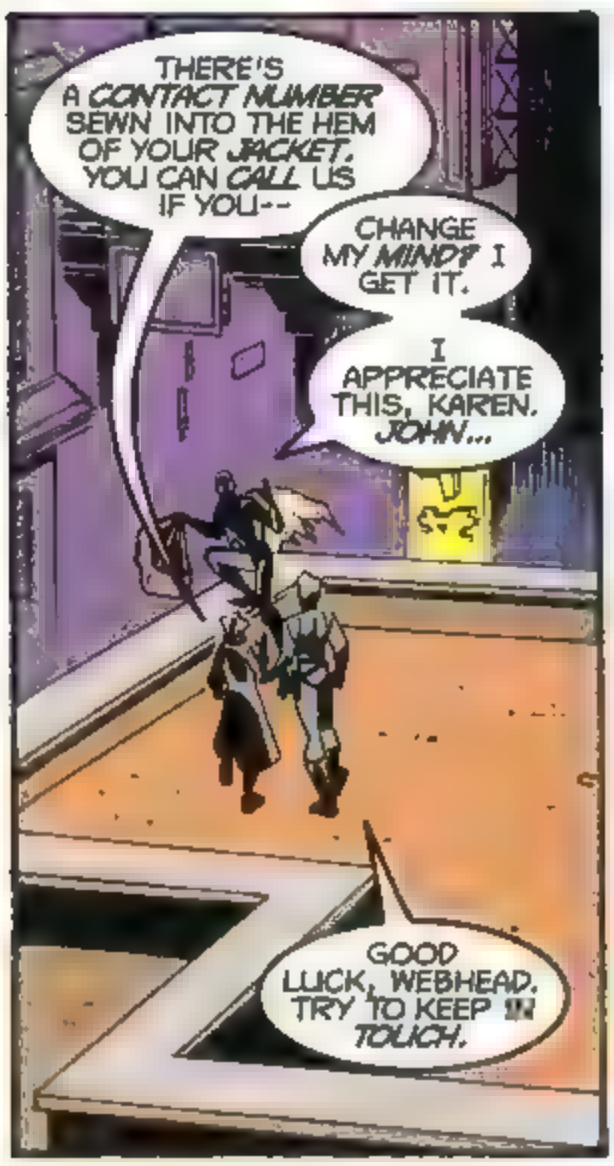
OOOO, BUT THAT'S THE IDEA!
GET BACK, KAREN!
YOU WANT SOMETHING TO CHEW ON, MATE?

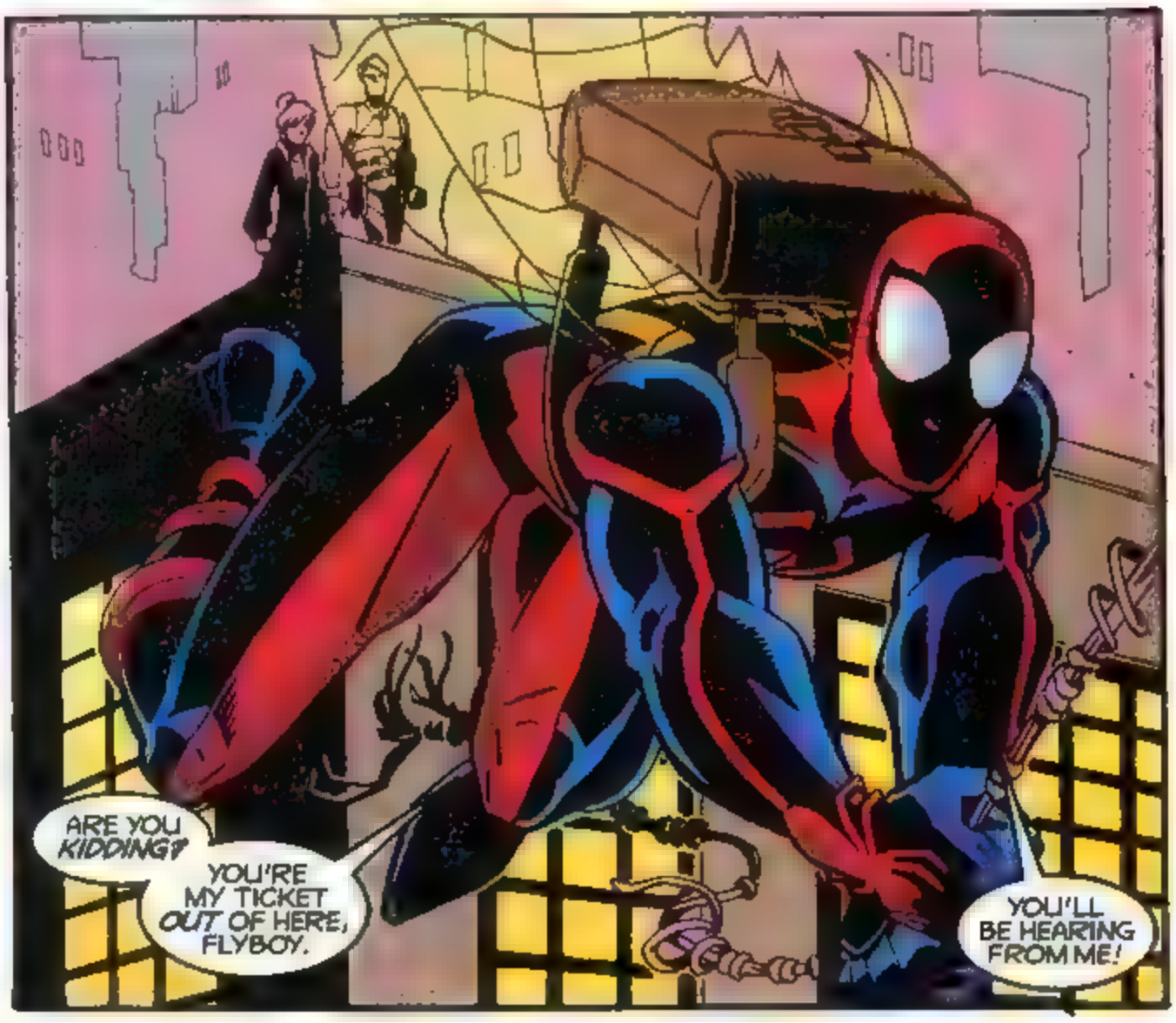

TRY THIS!

SHKOOM
YOU.
HURT.
US.
NO ONE HURTS CARNAGE!
AND NO ONE HURTS MY FRIENDS, MONSTER!
JOHN JAMESON!
ADDING YOU TO THE SYNOPTIC WILL BE QUITE THE COUP!
NEVER!
SHKOW
SHKOW
SHKOW

STRANGE AS THIS MAY SOUND, VENOM, I WAS ACTUALLY HOPING I'D RUN INTO YOU TWO WHILE I WAS HERE!
AND I KNOW HOW HUNGRY YOU GET WHEN I'M AROUND, SO I MADE SURE TO WHIP UP A SPECIAL TREAT... JUST FOR YOU!
SONICS-- ON!
EEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEE
EEEEEEEEEEEEEEEEEEEE
AND THERE GO THE REST OF THEM.
FOR BETTER OR WORSE, OUR BEASTIAL ATTACKERS ARE FREE OF THIS "SYNOPTIC" VENOM AND CARNAGE SPOKE OF.
SONICS-- OFF!
SO... NOW WHAT?
FIRST, WE ROUND UP THESE BEASTIALS AND GET THEM LOCKED AWAY BEFORE THEY REGAIN CONSCIOUS-NESS!
THEN... THEN WE TALK, OLD FRIEND.

MOMENTS LATER...
WHAT DO YOU MEAN, YOU'RE NOT GOING BACK WITH ME?
MAYBE YOU'VE GONE SOFT ON SOME OF THE FINER POINTS OF THE WHOLE RESCUE CONCEPT...
...BUT IT'S KIND OF POOR FORM TO RETURN HOME WITHOUT THE PERSON YOU WENT IN SEARCH OF!
LOOK, I KNOW HOW DISHEARTENING IT MUST BE FOR YOU TO HEAR THIS, BUT I'M COMMITTED TO HELPING THE PEOPLE OF COUNTER-EARTH OVER-THROW THE HIGH EVOLUTIONARY.
I CAN'T JUST TURN MY BACK ON THEM BECAUSE I'VE SUDDENLY BEEN OFFERED A FREE RIDE HOME!
EVEN IF I COULD, THE KNIGHTS CONFISCATED THE SOLARIS I WHEN I LANDED HERE...AND YOU CAN BET THEY DID THE SAME OR WORSE TO YOUR SHIP.
I...
...I HADN'T THOUGHT OF THAT...
YOU PROBABLY DON'T WANT TO HEAR THIS, SPIDER-MAN, BUT YOU'VE GOT SOME DECISIONS TO MAKE.
RIGHT NOW, OUR MAIN PRIORITY IS FINDING A NEW BASE FOR THE RESISTANCE BEFORE WE FALL PREY TO ANOTHER ATTACK.
WHAT ARE YOU GOING TO DO?
SHE'S GOT A POINT, SPIDEY.
YOU PROBABLY DON'T SEE A BRIGHT SIDE TO THIS NOW, BUT IF YOU'D JOIN US...I THINK YOU'D SEE YOUR JOURNEY WASN'T MADE IN VAIN.
PLUS, YOU'RE PROBABLY THE ONLY UNTAGGED HUMAN IN THE CITY.
"UNTAGGED?"
WHAT ARE YOU TALKING ABOUT?





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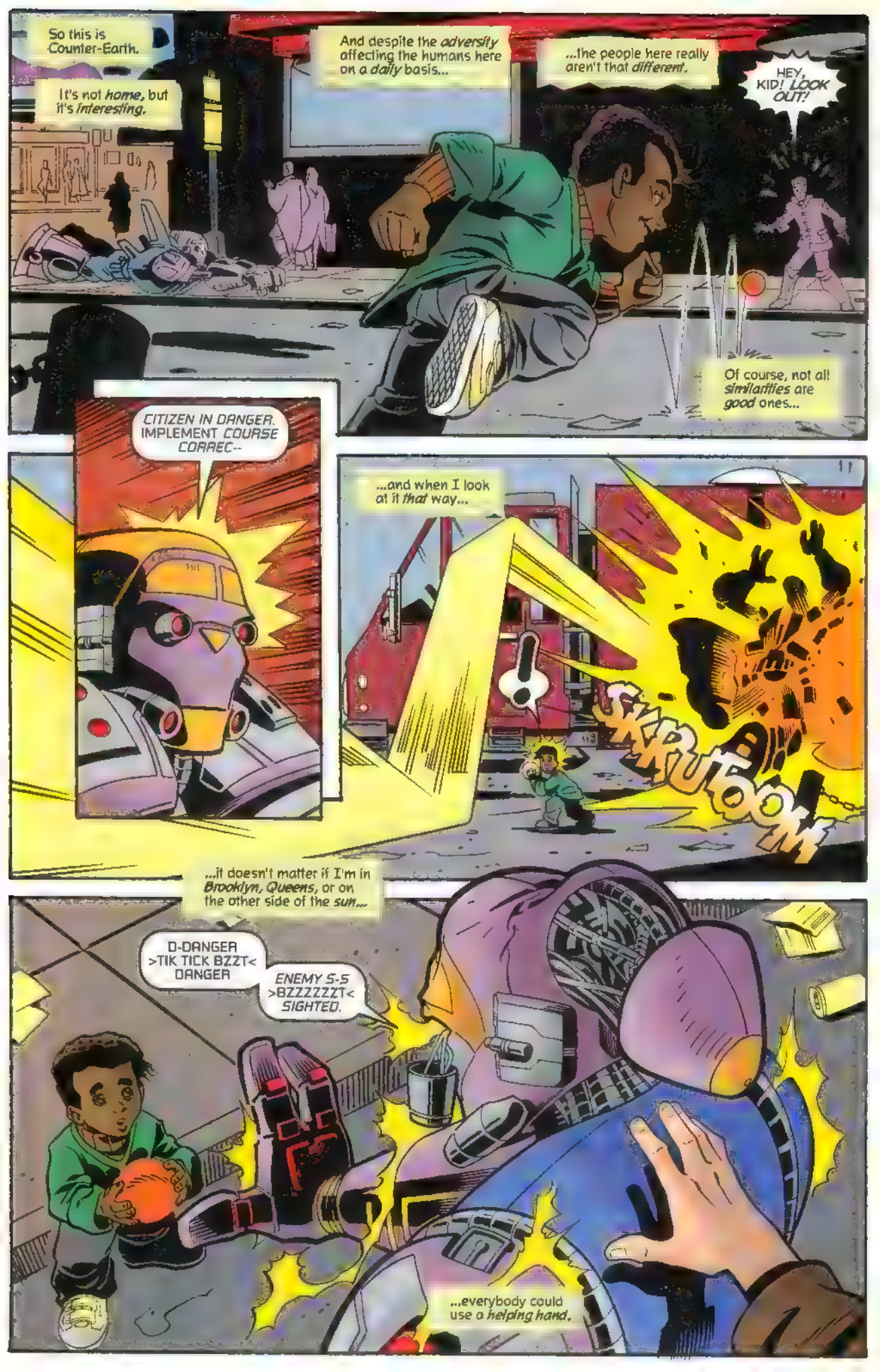

So this is Counter-Earth.
It's not *home*, but it's *interesting*.
And despite the *adversity* affecting the humans here on a *daily* basis...
...the people here really aren't that *different*.
HEY, KID! *LOOK OUT!*
Of course, not all *similarities* are *good* ones...
CITIZEN IN DANGER. IMPLEMENT *COURSE CORREC--*
...and when I look at it *that* way...
SKRUBOOM
...it doesn't matter if I'm in *Brooklyn, Queens*, or on the other side of the *sun*...
D-DANGER >TIK TICK BZZT< DANGER
ENEMY S-5 >BZZZZZZT< SIGHTED.
...everybody could use a *helping hand*.

THAT WAS A CLOSE CALL, BUD--!
SHAYNE!
I KNOW, BUT--IT WAS SO COOL!
OH MY GOSH! THANK YOU. YOU SAVED MY SON'S LIFE.
IF THERE'S ANYTHING I CAN DO TO REPAY YOU--ANYTHING AT ALL--
--JUST SAY THE WORD!
WELL, ACTUALLY, THERE IS SOMETHING...
I COULD KIND OF USE A PLACE TO STAY.
JUST FOR A WHILE--UNTIL I GET BACK ON MY FEET.
I keep telling myself this will be good for me.
It's not home, and I might never get used to that...
...but it still seems amazing...
...and at the very least, I might learn to enjoy the view.
DUPER PHARMACY
SALE
NEXT: THE GREEN GOBLIN!
BOO!

SPIDER BYTES

by ROB ALLSTETTER

Spider-Man's finding a world of trouble—quite literally—in his new animated series.

SPIDER-MAN UNLIMITED, which premieres on Fox Kids in October, sends Spidey off to a new world - Counter-Earth, where he has pursued astronaut John Jameson and stowaways Venom and Carnage and becomes stranded himself.

The High Evolutionary is the architect of Counter-Earth, where The Beastials - human/animal biformates - are in charge, and pureblood humans are outcasts. When Spidey arrives there, he finds Jameson leading a revolution, not wanting to return to Earth until the High Evolutionary and his Knights of Wundagore are overthrown.

Thirteen episodes of SPIDER-MAN UNLIMITED are being produced at Saban Entertainment, the same studio that produced X-MEN, SILVER SURFER and Marvel's other new Fox Kids series, THE AVENGERS.

The series spins out of the 65 episodes of Fox Kids' highly rated SPIDER-MAN. But if the previous show was so successful, why the new approach?

"It's to distinguish it from the other version of the show that's come before," says Roland Poindexter, vice-president and head of programming for Fox Kids. "Yeah, it's a little bit dramatic of a change at first. But I think once you watch the show, you'll get caught up in the stories."

Will Meugniot, whose many animation credits include X-MEN, is producing SPIDER-MAN UNLIMITED. Larry Brody, who worked on SILVER SURFER, and Michael Reaves, whose writing credits include Batman: The Animated Series and Gargoyles, are the story editors.

"It's always exciting to start a new project, especially one featuring a beloved character like Spider-Man," Meugniot said. "Plus, in this case, I'm getting to work with some of my favorite collaborators.

"Though it's never easy to develop and produce a series simultaneously, it seems to be - sound of man knocking on wood - going pretty well."

For the series, Spider-Man is getting a new costume, which includes nano-technology, eye-shields with different type of vision capabilities and sonic vibrational technology that prevents an alien symbiote from taking him over.

"With the look, he's actually an amalgam of various incarnations of Spider-Man," says Daniel Evans, manager of programming and development at Fox Kids. "The black uniform, the 2099 . . . there are various pieces of each one."

"The new suit does a lot of amazing things," Poindexter adds.

Spidey's also getting a new voice in his new cartoon. Rino Romano will be the voice of both Peter Parker and Spider-Man - as well as the mysterious new Goblin character.

"Spider-Man is such a great character," Romano says. "I love all his quips."

Michael Donovan, who was the voice of the Grey Hulk in UPN's INCREDIBLE HULK animated series, is doing the voice of Carnage. Other voices include Brian Drummond as Venom, Richard Newman as the High Evolutionary, John Payne as John Jameson, Rhys Ruber as Shayne, Akiko Morison as Naoko, David Sobolov as Lord Tyger, Tasha Simms as Lady Ursula and Jennfer Hale as Lady Vermin.

Want to know more what's in store for the first season? Here's a rundown of all 13 episodes!

WORLDS APART, PART 1

When he sees Venom and Carnage stow away on John Jameson's space shuttle to Counter-Earth, Peter Parker designs a Nano-Tech costume with new features and hijacks a shuttle to go after them. Landing on Counter-Earth, an Earth-like world ruled by the High Evolutionary, he's captured by the Knights of Wundagore, who prepare to take genetic samples of him.

WORLDS APART, PART 2

Spider-Man escapes from the Knights with the help of the Human Revolutionaries, freedom fighters led by John Jameson. He learns that Counter-Earth is ruled by Beastials, human-animal hybrids created by the High Evolutionary, who use Machine Men to enforce their laws. When Carnage and Venom, pursuing their own mysterious agenda, attack the revolutionaries' HQ, Spidey helps drive them off. Jameson invites Spidey to join his cause, but Spidey only wants to convince him to return to Earth.

WHERE EVIL NESTS

Settling in on Counter-Earth, Peter gets to know his new landlady, Naoko Yamada-Jones, and her son, Shayne. When Shayne is captured by the Bio-Mass, an amoeba-like creature under the control of Venom and Carnage, Spidey and a mysterious vigilante called the Goblin must rescue him. Afterwards, Peter gets a job as a news photographer at the Daily Byte.

DEADLY CHOICES

Git Hoskins, a Human Revolutionary who has unusual powers due to being experimented on by the High Evolutionary, steals a canister of deadly mutagen from Sir Ram's laboratory. Spidey and the Knights must reluctantly join forces to find Git, because the canister has a failsafe that will detonate a nuclear charge to prevent the mutagen from infecting Counter-Earth.

STEEL COLD HEART

Spidey and Shayne befriend X-51, a Machine Man who has become sentient and no longer wants to serve the High Evolutionary. X-51 is hunted by the Knights of Wundagore and the Human Revolutionaries, who want to exchange him for one of their own held prisoners. Spidey learns that the exchange is a double-cross and prevents it, and X-51 joins the revolutionary forces.

ENTER THE HUNTER!

Sir Ram hires the Hunter, a human mercenary, to hunt down Spider-Man. As bait, the Hunter kidnaps Karen O'Malley, and during the course of this he learns Spidey's secret identity. Spider-Man must face the Hunter in his high-tech lair, rescue Karen, and somehow convince him that he's not really Peter Parker.

CRY VULTURE

A friend of Naoko's is kidnapped, and Spider-Man sets out to save him. When Spidey learns that the victim is going to be used as a human lab rat, getting to him becomes a race against time-which is complicated by the appearance of two new Beastial foes, Firedrake and Counter-Earth's very own version of the Vulture!

ILL MET BY MOONLIGHT

The rebels want to put a lethal power plant out of business, and Spider-Man agrees to help. Little does he know that not only will he have to face off against Counter-Earth's Beastial Electro, but also against John Jameson's alter ego, Manwolf, as well!

SUSTENANCE

Aided by the Goblin, Spider-Man searches for the spaceship that can take him back to Earth. Together, they find the ship and a horrifying secret—the dark fate of the High Evolutionary's genetic failures, the Rejects.

FAMILY MATTERS

The deepest consequences of the Beastials' subjugation of the human race are faced by Bromley, one of the most dedicated Counter-Earth rebels, when, in an attempt to free his brother from the High Evolutionary, he agrees to betray Spider-Man.

ONE IS THE LONELIEST NUMBER

Spider-Man faces one of the gravest challenges of his life when he discovers that Eddie Brock and his Symbiote have been separated. Instead of celebrating the end of Venom, Spidey must face off against Carnage and re-create his toughest foe. . . or Brock will die.

THE SINS OF OUR FATHERS

When Karen O'Malley is captured by the High Evolutionary, Spider-Man and the rebels come to her rescue, storming Wundagore Castle and going head to head with the Knights of Wundagore. But all is not as it seems, because the High Evolutionary's interest in Karen is more than an attempt to defeat the rebels' cause—it's personal.

DESTINY UNLEASHED, PART 1

The High Evolutionary's patience is at an end. He wants Spider-Man and the rebels and he wants them now, so he institutes a reign of terror designed to make them give themselves up. But the sacrifice made by Spidey and the others proves even more dangerous than anticipated when Venom and Carnage strike—and the destruction of Counter-Earth seems assured.

For more Marvel TV and movie news, read ***Rob Allstetter's*** *Show Biz column every Thursday online at* ***www.marvel.com***

SPIDER-MAN UNLIMITED

THE EVOLUTION OF A COVER

(OR, HOW IT ALLLLL COMES TOGETHER)

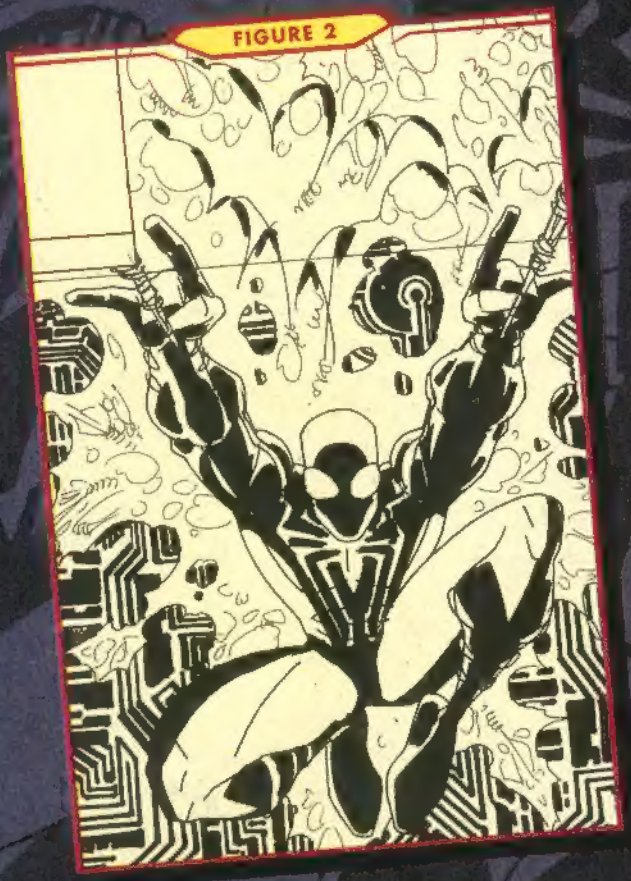
The cover of any comic is important. Heck, it's the first thing any prospective reader sees of the product. And the cover of a first issue -- absolutely crucial!

It's the movie poster that drags you in to the theater. It's the dust jacket of the hardcover you've just got to purchase. You get the idea. With that in mind, we thought you'd enjoy seeing how the cover for our first issue of this spanking-new title took shape...

Penciler Andy Kuhn, editor in chief Bob Harras and I discussed some ideas and then Andy set about putting them on paper.

FIGURE 1

FIGURE 2



This was a strong pose, showing Spidey front and center, fists clenched, ready for anything. But we discarded it because it just wasn't the way we saw our webspinner. It was too blatantly heroic -- too Man-of-Steel-ish. See Figure 1.

So we went for something more of a traditional Spidey action pose -- albeit in his snazzy animated show threads. It was a nice, centrally placed image, but Bob, Andy and I all wanted more. See figure 2.

FIGURE 3

FIGURE 4

This was also a good Spidey-in-movement shot that played artistically with that funky cape he has in the animated show. But something was still missing -- a sense of place, maybe; a threat, perhaps? See figure 3.

So Andy shipped off this terrific shot of Spider-Man on the downed space shuttle he hijacked to Counter-Earth being attacked by the Machine Man robots. Now we're gettin' somewhere. The only change Bob Harras requested was the Spidey figure -- we should take the one from cover sketch two and slip him in there. See figure 4.

And there you have it -- an instant Andy Kuhn classic! With this sketch we were ready to have Andy fully pencil it, then get it inked by ace embellisher Harry Candelario, colored and finally printed. And it was all done to maximize the visual possibilities -- to draw your attention to it. Hope we succeeded. If you're reading this, I guess we did. See figure 5.

We'll toss some more behind-the-scenes stuff your way next issue, believer. Please stick with us as our beleaguered off-world webhead discovers more of the wonders -- and perils of the High Evolutionary's Counter-Earth. There's never been a Spider-Man comic like this one -- so be back in thirty days for chapter two. See ya.

Ralph Macchio

FIGURE 5

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